

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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July 17, 2012

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Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RECORDATION NO. 30301 FILED

JUL 17 '12 -3 31 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of July 3, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 3 North
Tucker, GA 30084

Lessee:

Graphic Packaging International, Inc.
814 Livingston Ct.
Marietta, GA 30067

A description of the equipment covered by the Security Agreement consists of 44 cars currently marked and numbered TOE 5156, 5702, 5703, 5707, 5708, 5709, 5711-5714, inclusive, 5719, 5720, 5721, 5723, 5724, 5732, 5734, 5735, 5739, 5743, 5744, 5745, 5749, 5750, 5753, 5755, 5800, 5801, 5802, 5804, 5805, 5809, 5810, 5811, 5812, 5814, 5816, 5819, 5821, 5822, 5825, 5826, 5818, and three (3) cars marked and numbered AM 2115, 2117, and 2118. All cars will be remarked GPI.

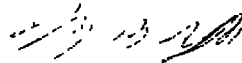
Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Melanie B. Yasbin
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Melanie@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 3 North Tucker, GA 30084 and Graphic Packaging International, Inc., 814 Livingston Ct., Marietta, GA 30067, covering 44 cars currently marked and numbered TOE 5156, 5702, 5703, 5707, 5708, 5709, 5711-5714, inclusive, 5719, 5720, 5721, 5723, 5724, 5732, 5734, 5735, 5739, 5743, 5744, 5745, 5749, 5750, 5753, 5755, 5800, 5801, 5802, 5804, 5805, 5809, 5810, 5811, 5812, 5814, 5816, 5819, 5821, 5822, 5825, 5826, and 5818, and three (3) cars marked and numbered AM 2115, 2117, and 2118.

Very Truly Yours,



Melanie B. Yasbin

Enclosure

JUL 17 '12 -3 31 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Dated as of July 17, 2012

between

BANC OF AMERICA LEASING & CAPITAL, L.L.C.,
as Lessor

and

GRAPHIC PACKAGING INTERNATIONAL, INC.,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2012, at _____ M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of July 3, 2012 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Graphic Packaging International, Inc., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Rail Equipment Net Leasing Agreement No. 18625-99000 dated as of July 3, 2012 and Schedule No. 001 executed pursuant thereto dated as of July 3, 2012 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Secured Party:

BANC OF AMERICA LEASING &
CAPITAL, LLC

By Barbara C. Russell
Name: Barbara C. Russell
Title: Assistant Vice President

STATE OF GEORGIA)

COUNTY OF DeKalb) ss.:
)

On this 5 day of July, 2012, before me the subscriber personally appeared Barbara C. Russell who being by me duly sworn, did depose and say: that (s)he is the OFFICER of BANC OF AMERICA LEASING & CAPITAL, LLC the Delaware limited liability company described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

Vivian Hankins
NOTARY PUBLIC

My Commission Expires:

VIVIAN HANKINS
NOTARY PUBLIC
DeKalb County - State of Georgia
My Comm. Expires Oct. 20, 2012



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

KJP Debtor:

GRAPHIC PACKAGING INTERNATIONAL, INC.

By: *J P Gost*

Name: Joseph P. Gost

Title: SVP Supply Chain

STATE OF GEORGIA)

COUNTY OF Cobb) ss.:

On this 14th day of July, 2012, before me the subscriber personally appeared Joseph P. Gost who being by me duly sworn, did depose and say: that (s)he is the *SVP Supply Chain* Graphic Packaging International, Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

Blair Berman
NOTARY PUBLIC

My Commission Expires:



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

GRAPHIC PACKAGING INTERNATIONAL, INC

By: [Signature]

Name: HELVETIA CROWN

Title: AGENT - INVESTMENT

STATE OF GEORGIA)

COUNTY OF Cobb) ss.:

On this 13th day of JULY, 2012, before me the subscriber personally appeared HELVETIA CROWN, who being by me duly sworn, did depose and say that (s)he is the AGENT - INVESTMENT of Graphic Packaging International, Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

[Signature]
NOTARY PUBLIC

My Commission Expires:

2-18-16



EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF _____, 2012

Previous Car Mark	Previous Car Number	New Car Mark	New Car Number
TOE	5156	GPI	5156
TOE	5702	GPI	5702
TOE	5703	GPI	5703
TOE	5707	GPI	5707
TOE	5708	GPI	5708
TOE	5709	GPI	5709
TOE	5711	GPI	5711
TOE	5712	GPI	5712
TOE	5713	GPI	5713
TOE	5714	GPI	5714
TOE	5719	GPI	5719
TOE	5720	GPI	5720
TOE	5721	GPI	5721
TOE	5723	GPI	5723
TOE	5724	GPI	5724
TOE	5732	GPI	5732
TOE	5734	GPI	5734
TOE	5735	GPI	5735
TOE	5737	GPI	5737
TOE	5739	GPI	5739
TOE	5743	GPI	5743
TOE	5744	GPI	5744
TOE	5745	GPI	5745
TOE	5749	GPI	5749
TOE	5750	GPI	5750
TOE	5753	GPI	5753
TOE	5755	GPI	5755
TOE	5800	GPI	5800
TOE	5801	GPI	5801
TOE	5802	GPI	5802
TOE	5804	GPI	5804
TOE	5805	GPI	5805
TOE	5809	GPI	5809
TOE	5810	GPI	5810
TOE	5811	GPI	5811
TOE	5812	GPI	5812
TOE	5814	GPI	5814
TOE	5816	GPI	5816
TOE	5819	GPI	5819
TOE	5821	GPI	5821
TOE	5822	GPI	5822
TOE	5825	GPI	5825
TOE	5826	GPI	5826
TOE	5818	GPI	5818
AM	2115	GPI	2115
AM	2117	GPI	2117
AM	2118	GPI	2118